



ARTICLE I – NAME

The legal and perpetual name of this corporation shall be the Franklin County Arts Council, Inc.

ARTICLE II – OFFICES

The principal office of the corporation shall be located at 106 Justice Street, Louisburg, North Carolina, or at such other place as determined by the Board of Directors.

The registered office of the corporation shall be located at 101 South Main Street, Louisburg, North Carolina, 27549, or at such other place within the County of Franklin as determined by a majority of the Board of Directors.

ARTICLE III – PURPOSE

The corporation shall have as its purpose and mission to encourage, sponsor, develop, promote, and coordinate cultural and educational activities in Franklin County. In addition to initiating its own arts programs, the Council may engage in and assist existing arts organizations, committees, or projects. The Council may also sponsor cooperative planning, research, fund raising, and public education programs, and administer property and undertake other such services as deemed essential to the growth and appreciation of the visual, literary, and performing arts in the County.

ARTICLE IV – MEMBERSHIP

Section 1 Members

Any individual, agency or organization, private or public, interested in the purposes and objectives of the Franklin County Arts Council may, upon meeting the requirements, which include annual membership dues, and making an effort to attend the annual meeting or submit a proxy vote if necessary for the Council's effectiveness and function, be admitted to membership upon approval of the Board of Directors.

Section 2 Voting

Each member will have one vote, and each organization or agency will have one representative vote. A member may vote in person or by proxy in writing.

Section 3 Annual Meeting

The Annual meeting of the membership shall be held in the fourth quarter of the calendar year, at which time the new members of the Board of Directors shall be elected by a majority of those present replacing those whose terms expire.

Section 4 Special Meetings

Special meetings of the membership may be called by the Chair of the Board or two other officers of the Executive Committee on a ten-day written notice. In a special called meeting, the purpose for which it is called must also be included.

Section 5 Place of Meeting

All meetings shall be held at the principal office of the Council or at other places so designated by the Board within Franklin County, or at places outside the County as agreed upon in advance by a quorum of the voting membership, or Board of Directors.

Section 6 Quorum

Members holding one-fifth (1/5) of the votes entitled to be cast shall constitute a quorum.

Section 7 Notice of Meetings

A written notice stating the place, date, and hour shall be mailed or delivered in person not less than 20 days before the scheduled meeting.

Section 8 Non-Renewal of Membership

Any membership may not be renewed by a majority vote of the Board of Directors present at any meeting for acts which in the opinion of the Directors are detrimental to the interests of the Council, or conduct unbecoming a Council member. No action shall be taken regarding renewal unless the member is advised in advance and invited to the meeting to voice a defense.

ARTICLE V — BOARD OF DIRECTORS

Section 1 Management

The affairs of this corporation shall be managed by a Board of Directors. Each Director shall cast one vote.

Section 2 Number, Election, and Terms of Office

The Board of Directors shall consist of 11 members of the Council elected for three rotating terms by the membership at its annual meeting. Three members will be elected for one-year terms, four members for two-year terms, and four members for three-year terms. A director may serve additional terms up to six years, after which a hiatus of one year must pass before renomination and reelection.

Section 3 Removal or Resignation

Any Director may be removed by a majority vote of the Board of Directors whenever in its judgment the best interest of the corporation shall be served. Any Director may resign at any time by submitting a written notice to the Chair or to the Executive Director.

Section 4 Vacancies

Any vacancy on the Board may be filled by appointing a Director from the membership to fill the unexpired term, by a majority vote of the Board of Directors. No more than two vacancies shall remain unfilled for more than three months.

Section 5 Duties

The Board of Directors shall execute the policies as established by the voting membership. It shall make all rules and regulations which are in keeping with the Charter and the Bylaws. The Board of Directors shall have the power to appoint such subordinate officers, employees, or agents, as may be necessary for the conduct of the business of the corporation, and designate their titles and compensation, if any. To this end, the Board of Directors may engage an Executive Director, who shall help formulate and carry out policies approved by the Board and, subject to the Board's approval, enter into contracts required for the conduct of the business of the corporation.

Section 6 Regular or Special Meetings

The Board of Directors shall meet monthly unless the Board deems otherwise. Special meetings may be called by the Chair, or by the Executive Director, or by the written request of three or more Directors.

Section 7 Quorum

A majority of the Directors shall constitute a quorum for the transaction of Council business. The actions by the majority shall constitute actions by the full Board unless otherwise required by Chapter 55A of the North Carolina General Statutes.

Section 8 Ex-Officio Members

The Board may include town or county government officials and individual members of the Arts Council as non-voting ex-officio members for counsel or resource information as deemed necessary.

Section 9 Committees

The Board by resolution may create committees, each of which must consist of one or more Directors. Committee responsibilities shall be designated by the Chair or the Executive Committee.

Section 10 Executive Committee

The Executive Committee shall consist of the Chair, Vice Chair, Secretary, Treasurer and ex-officio agents as deemed appropriate by the Board.

Section 11 Attendance at Meetings

Board members who are absent from three official meetings shall be considered for replacement by the full Board for the remaining term. The Board members elected to the Executive Committee and the Executive Director shall attend all scheduled meetings as indicated in Article V Section 6, except under the following conditions: (1) illness or emergency; (2) business necessity; (3) and when another Board member agrees to substitute for the absent officer with the approval of the Chair or the Executive Director. Absences extending over three official meetings would automatically terminate the position when at such time the full Board would elect a replacement for the remaining term.

ARTICLE VI – OFFICERS

Section 1 Number of Officers

The Officers of the corporation shall be a Chair, a Vice Chair, a Secretary, and a Treasurer. These Officers shall be members of the Board and elected by the Board of Directors at their first meeting after the annual meeting. Each Officer's term shall be one year, but each may be reelected as long as they are eligible to remain on the Board of Directors. Any vacancy shall be filled by a simple majority vote by the Board of Directors as soon as possible, preferably at the next meeting.

Section 2 Removal or Resignation

Any Officer may be removed by a majority vote of the Board of Directors whenever in its judgment the best interest of the corporation shall be served, and within regulations by Chapter 55A General Statutes of North Carolina. Any Officer may resign at any time by submitting a written notice to the Chair or to the Executive Director.

Section 3 Duties and Responsibilities

The duties of the Officers **shall** be such as those usually prescribed to their respective offices, or as prescribed and assigned to them respectively by the Board. Their responsibilities shall be to exercise the powers expressed in the Charter of the Council to benefit all the citizens in Franklin County.

Section 4 Chair

The Chair shall be the chief executive officer of the corporation and subject to the instructions of the Board of Directors and shall preside at all meetings annual and special, at the Board meetings, and at the Executive Committee meetings. The Chair may appoint standing or special committees as required or deemed necessary by the approval of the Board. The Chair shall present an annual report at the membership meeting. The chair may vote at all elections.

Section 5 Vice Chair

At the request of the Chair or in event of absence or disability, the Vice Chair shall preside at all meetings and shall perform such other duties as the Chair and the Board of Directors may assign. The Vice Chair shall serve as Chair of one of the standing committees.

Section 6 Secretary

The Secretary shall keep the minutes of the annual meeting, special or called meetings, Board meetings and Executive Committee meetings and shall see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law. The Secretary shall be the custodian, with the assistance of the Chair or the Executive Director, of the records, books, reports, statements, certificates, media releases and printed news clippings and other documents of the corporation other than financial records. The Secretary will notify delegates and Board members of their respective meetings 20 days before the annual meeting, six days before a regular meeting, and the appropriate time for special meetings as outlined in Article V Section 6. The Secretary will telephone within a 48-hour period to assure a quorum for all business meetings.

Section 7 Treasurer

The Treasurer shall receive all revenues of the corporation and shall keep a complete and accurate account of all funds received and disbursed. The Treasurer shall keep a full and accurate account of all the finances of the corporation in books especially for that purpose and shall assist the Chair or the Executive Director in proposals and reports of funds received and disbursed by local, state and federal agencies and other sources. The Treasurer shall be familiar with 501(c)(3) of the Internal Revenue Code. A financial report is required at all regular meetings. The Treasurer is jointly responsible in assisting the Chair in preparing the state annual report.

ARTICLE VII – COMMITTEES*Section 1 Standing Committees*

Four standing committees shall operate continuously. The Chair or a designee shall sit as an ex-officio member of all committee meetings.

Section 2 Finance Committee

The Finance Committee shall supervise budgets, finances, grants, and general funding of the corporation and select a committee-at-large to review the annual records. The Treasurer shall serve as the Chair of the Finance Committee. A proposed budget and budget report shall be presented as designated by the committee Chair. A final report shall be made available at the annual meeting.

Section 3 Membership and Nominations Committee

The Membership and Nominations Committee shall process and make recommendations with respect to applications for membership and seek new members and solicit annual dues from the membership. This committee shall also place in nomination candidates for all offices.

Section 4 Arts Development and Long-Range Planning Committee

The Arts Development and Long-Range Planning Committee shall create, develop, review, and implement arts programs and projects in the major literary, visual, and performing arts. The Committee shall also seek innovative programs to best serve the County, and research means and methods for funding new projects. The Committee shall supervise the coordination of County-wide arts programs and serve as liaison between arts organizations and the Arts Council.

Section 5 Public Relations Committee

The Public Relations Committee shall be responsible for publicity, advertising, publications, and interpreting to the public the activities and goals of projects and plans of the Arts Council. This Committee shall also assist in contact with the news media. Further duties shall be to advise and to aid in information to the public schools and other educational institutions of the County.

ARTICLE VIII — FINANCIAL AUTHORIZATION

Section 1 Contracts and Loans

Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or agent to enter into any contract on behalf of the corporation, either in general or specific instances. All loans shall be contracted on behalf of the corporation only by authorization of the Board of Directors.

Section 2 Deposits, Checks, and Drafts

All funds of the corporation shall be deposited to the credit of the corporation in such banks or trust companies or other depositories as the Board of Directors may select. All notes, drafts, acceptances, checks, and endorsements or other evidences of indebtedness shall be signed by the Chair and the Treasurer unless the Board of Directors deems otherwise.

Section 3 Safekeeping of Files and Documents

The Board of Directors will determine and direct the Treasurer to provide safekeeping of all files and documents outside the banks or trust companies, and to provide information to the Chair about where such records, files, and documents are kept, maintained, and secured.

ARTICLE IX – GENERAL PROVISIONS

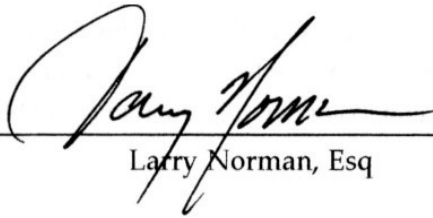
Section 1 Fiscal Year

The fiscal year shall begin on the first day of July each year.

Section 2 Amendments

Except as otherwise herein provided, these Bylaws may be amended or repealed in whole or in part and new Bylaws or portions thereof may be adopted by the affirmative vote of the majority of the Board of Directors and a quorum of the membership as stated in Article IV Section 6 of the Bylaws.

Approved by Legal Counsel:



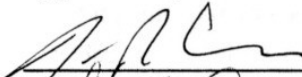
Larry Norman, Esq

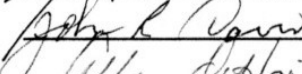
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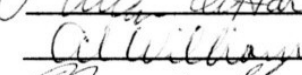
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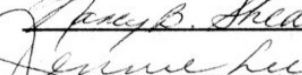
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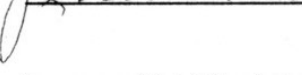
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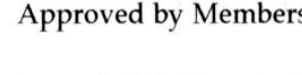












Shelby D Street
Sec. 12.02.05.01

Approved by Membership:

11-22-96

Date

Amended by Board of Directors:

11-14-96

Date